



The David J. Joseph Company



RECORDATION NO. 25895-A FILED

July 5, 2006

JUL 06 '06

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Mr. Vernon Williams  
Recordations Unit  
Surface Transportation Board  
1925 K Street, N.W., Suite 715  
Washington, DC 20423-0006

**SURFACE TRANSPORTATION BOARD**

Dear Mr. Williams:

Please find enclosed, two (2) originals of the Memorandum of Amendment No. 2 to Railroad Equipment Lease dated as of June 28, 2006 between the following parties:

Lessee: Haborlite Corporation (f/k/a World Minerals Inc.)  
2500 Miguelito Road  
Lompoc, CA 93436

Lessor: The David J. Joseph Company  
300 Pike Street  
Cincinnati, OH 45202

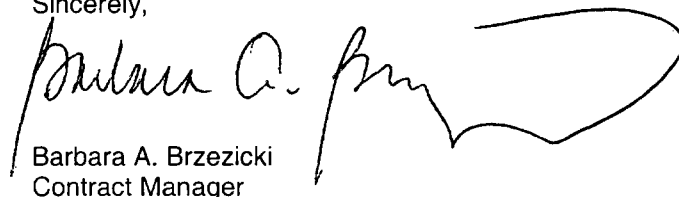
Please see Exhibit A for the equipment, (35) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Amendment No. 2 to Railroad Equipment Lease dated as of June 28, 2006 related to thirty-five (35) railcars bearing reporting marks: JTSX 9131 – 487977, sporadic.

Please file this agreement as a secondary document under the Recordation Number 25895-A as it relates to documents previously filed with the Surface Transportation Board under Recordation Number 25895. The filing fee of \$34.00 for this document is enclosed. Please return a stamped original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6082.

Sincerely,

  
Barbara A. Brzezicki  
Contract Manager

Enclosures

JUL 06 '06

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**MEMORANDUM OF  
AMENDMENT NO. 2 TO  
RAILROAD EQUIPMENT LEASE**

SURFACE TRANSPORTATION BOARD

This **MEMORANDUM OF AMENDMENT NO. 2 TO THE RAILROAD EQUIPMENT LEASE** ("Memorandum of Amendment No. 2") entered into this 28<sup>th</sup> day of June 2006, is intended to evidence the amendment dated as of June 28, 2006 (the "Amendment No. 2"), between **THE DAVID J. JOSEPH COMPANY**, a Delaware corporation ("Lessor"), and **HARBORLITE CORPORATION (WORLD MINERALS INC.)**, a Delaware corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use the thirty-five (35) railcars described in Exhibit A attached hereto (the "Units"). Lessee is renting from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

**FURTHER**, the Memorandum of Railroad Equipment Lease (the "Memorandum of Lease") between Lessor and Lessee, was duly filed with the Surface Transportation Board ("STB") on October 11, 2005, with Recordation No. 25895. This Memorandum of Lease Amendment No. 2 should receive Recordation No. 25895-A.

**IN WITNESS WHEREOF**, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Amendment No. 2 on the date indicated below its signature.

**THE DAVID J. JOSEPH COMPANY**By:  \_\_\_\_\_Name: JAMES H. GOETZTitle: Exec VP CFO**HARBORLITE CORPORATION**By:  \_\_\_\_\_Name: STEPHEN H. BADMERTitle: GM, Americas

STATE OF OHIO

COUNTY OF HAMILTON

)  
) SS:  
)

The foregoing instrument was acknowledged before me this 29<sup>th</sup> day of June, 2006, by JAMES H. GOETZ, the  EVP + CFO  of

The David J. Joseph Company, a Delaware corporation, on behalf of the corporation.

Angela Denise Watts  
Notary Public

My Commission expires:

\_\_\_\_\_  
ANGELA DENISE WATTS  
Attorney at Law  
Notary Public, State of Ohio  
My Commission Has No Expiration  
Date Section 147.03 O.R.C.

STATE OF California

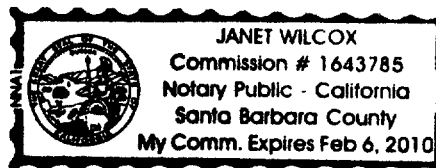
COUNTY OF Santa Barbara

)  
) SS:  
)

The foregoing instrument was acknowledged before me this 29 day of June, 2006, by Stephen Baimel, the General Manager, Americas of Harborlite Corporation a Delaware corporation, on behalf of the corporation.

Janet Wilcox  
Notary Public

My Commission expires: 2/6/2010



## **EXHIBIT A**

To the Memorandum of Amendment No. 2 dated June 26, 2006, between The David J. Joseph Company and Harborlite Corporation.

### **DESCRIPTION OF UNITS**

Thirty-five (35) railcars bearing reporting marks:

JTSX	9131
JTSX	10411
JTSX	10413
JTSX	10416
JTSX	10417
JTSX	10420
JTSX	10421
JTSX	10422
JTSX	10423
JTSX	10424
JTSX	10428
JTSX	63425
JTSX	316426
JTSX	316467
JTSX	466794
JTSX	466805
JTSX	466807
JTSX	466823
JTSX	466851
JTSX	466855
JTSX	466857
JTSX	466870
JTSX	466873
JTSX	466875
JTSX	466880
JTSX	466891
JTSX	466894
JTSX	475093
JTSX	480366
JTSX	480746
JTSX	481070
JTSX	483242
JTSX	485021
JTSX	487367
JTSX	487977